

OUTLINE OF PROPOSED CONVERSIONS

The outline below shows the proposed structures after converting the current Customer Service Agreement to a Master Services Agreement and the current Service Level Agreement to a Terms of Service.

MASTER SERVICE AGREEMENT OUTLINE

(These terms are in the Customer Service Agreement today.)

- 1. TERM
- 2. TERMINATION
- 3. PAYMENT
- 4. LIMITATION OF LIABILITIES AND REMEDIES
- 5. DISPUTES
- 6. DISCLOSURE OF CUSTOMER DATA
- 7. ASSIGNMENT
- 8. WAIVER
- 9. **SEVERABILITY**
- 10. NOTICES
- 11. AMENDMENTS/MODIFICATIONS
- 12. CONFLICTS
- 13. TREATMENT OF ASSETS
 - a. NEW CLAUSES AS FOLLOWS:
- 14. ** EXPORT CONTROL LAW COMPLIANCE
- 15. ** SERVICE MANAGEMENT (In the SLA today)
- 16. **ACCESS TO SOFTWARE (In the SLA today)

TERMS OF USE OUTLINE

(These terms are in the Service Level Agreement today.)

- 1. Service Description
- 2. Availability
- 3. Charges
- 4. Responsibilities
- 5. Special Terms
- 6. Contact Information